

In re Southeast Regency Medical Center, LP

Case No. 10-11923
(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
1910/1930 Country Place Parkway James Crawley Block 1 Tract 1 Southeast Fegency Medical Center Acres 2.642, Brazoria County, Texas	Fee Owner		\$1,423,380.00	\$15,162,710.13
1920 Country Place Parkway James Crawley Block 1 Tract 1A Southeast Regency Medical Center Acres 2.972, in Brazoria County, TX	Fee Owner		\$4,424,820.00	\$15,162,710.13
Values are based upon Brazoria CAD values				

Total: **\$5,848,200.00**
(Report also on Summary of Schedules)

In re Southeast Regency Medical Center, LP

Case No. 10-11923
(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Compass Bank	\$389.88
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

In re **Southeast Regency Medical Center, LP**

Case No. 10-11923
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		Back Strong Chiropractic	\$1,649.70
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Nationwide Lawsuit proceeds exclusive of attorney fees dispersed without written authorization from owners	\$764,711.19

In re **Southeast Regency Medical Center, LP**

Case No. 10-11923
 (if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		

In re Southeast Regency Medical Center, LP

Case No. 10-11923
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		Claim against Gillman & Allison, P.C. and Frank Spagnoletti for attorneys taken from registry of court without written authorization from debtor	\$645,288.87

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.) 3 continuation sheets attached Total > **\$1,412,039.64**

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:		DATE INCURRED:					
Brazoria County Tax Office		NATURE OF LIEN:					
c/o Ro'Vin Garrett, RTA		Taxes				\$124,786.71	
111 E Locust		COLLATERAL:					
Angleton, TX 77515-4682		Property					
		REMARKS:					
		VALUE:					
		\$5,848,200.00					
ACCT #:		DATE INCURRED:					
City National Bank, N.A.		NATURE OF LIEN:					
South Flower St., 25th Floor		Purchase Money				\$15,162,710.13	\$9,314,510.13
Los Angeles, CA 90007		COLLATERAL:					
		Property					
		REMARKS:					
		VALUE:					
		\$5,848,200.00					
ACCT #:		DATE INCURRED:					
Cory Davis Contracting		NATURE OF LIEN:					
4020 Big Island Drive Suite A		Purchase Money				\$131,963.45	
Manvel, TX 77578		COLLATERAL:					
		Property					
		REMARKS:					
		M&M Contractor					
		VALUE:					
		\$5,848,200.00					
ACCT #:		DATE INCURRED:					
Fire Tech Services Co.		NATURE OF LIEN:					
16511 Hedgcroft, Suite 210		Purchase Money				\$20,000.00	
Houston, TX 77060		COLLATERAL:					
		Property					
		REMARKS:					
		M&M Contractor					
		VALUE:					
		\$5,848,200.00					
Subtotal (Total of this Page) >						\$15,439,460.29	\$9,314,510.13
Total (Use only on last page) >						\$15,439,460.29	\$9,314,510.13

No continuation sheets attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re **Southeast Regency Medical Center, LP**

Case No. 10-11923
(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by Individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

1 continuation sheets attached

In re Southeast Regency Medical Center, LP

Case No. 10-11923

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY **Taxes and Certain Other Debts Owed to Governmental Units**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Internal Revenue Service Ogden, UT 84201-0039		DATE INCURRED: CONSIDERATION: 1040 Taxes REMARKS: taxes		\$511.13	\$0.00	\$511.13
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims Subtotals (Totals of this page) > Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.) Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)				\$511.13	\$0.00	\$511.13
				\$511.13		
					\$0.00	\$511.13

B6F (Official Form 6F) (12/07)

In re Southeast Regency Medical Center, LP

Case No. 10-11923

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: AM Tech Elevator PO Box 730437 Dallas, TX 75373-0437		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$1,375.18
ACCT #: AT&T PO Box 5001 Carol Stream, IL 60197-5001		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$294.26
ACCT #: Brazoria MUD #4 PO Box 3037 Houston, TX 77253-3037		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$1,105.37
ACCT #: CrossCheck Attention: Gary Baca 540 El Dorado St. Suite 201 Pasadena, CA 91101		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: expert witness fee	X	X	X	\$96,600.00
ACCT #: Direct Energy 1001 Liberty Ave. Pittsburgh, PA 15222		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$645.39
ACCT #: Earl Kirkland 3206 Bruno Way Pearland, TX 77584		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$19,772.80
Subtotal >						\$119,793.00
Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

5 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Southeast Regency Medical Center, LP

Case No. 10-11923
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: F & F Key & Lock Service 5627 W. Broadway, Suite D Pearland, TX 77581		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$316.30
ACCT #: Family Dermatology 2813 Smith Ranch Road Pearland, TX 77584		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$42,000.00
ACCT #: Franklin Fidelity Management, LLC 10516 FM 1431 East Marble Falls, TX 78654		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$10,800.00
ACCT #: Gilman & Allison c/o Brenton J. Allison, D. Gilman J. Wauson, M. Phillips, F. Spagnoletti 9307 Broadway - Suite 407 Pearland, TX 77584		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt	X	X	X	\$645,288.87
ACCT #: Hewitt Air Tex, Inc. 15520 Lee Rd., Suite A Humble, TX 77396		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$85,987.59
ACCT #: Highlights Electrical 4544 S. Pinemont, Suite 208 Houston, TX 77041		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$1,333.88
Sheet no. <u>1</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$785,726.64
Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Hudson Energy PO Box 731137 Dallas, TX 75373-1137		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$5,619.66
ACCT #: James Normiles 3206 Bruno WaY Pearland, TX 77584		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$2,538.00
ACCT #: JET Construction 2345 Berling Ave. Houston, TX 77045		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$5,607.50
ACCT #: John R. Carlew Trustee of John R. Carlew Living Trust 10516 FM 1431 East Marble Falls, TX 78654		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$340,701.72
ACCT #: Landscape Creations Linc Taylor 10007 CR 168 Alvin, TX 77511		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$162.37
ACCT #: Medical Billing & Consulting Svcs, Ltd PO Box 1716 Bellaire, TX 77504-1716		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$3,422.76

Sheet no. 2 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$358,052.01

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Nailed Tight Roofing, LLC 2205 W. Parmer Lane Austin, TX 78727		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$3,345.34
ACCT #: O'Conner Commercial Tax Division 2200 North Loop West, Suite 200 Houston, TX 77081		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$6,235.84
ACCT #: Oxford Development Corporation 940 Corbindale Houston, TX 77024		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$1,870,896.40
ACCT #: Pathway Real Estate Advisors 3730 Kirby, Suite 1200 Houston, TX 77098		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$3,380.40
ACCT #: Perdue, Brandon, Fielder, Collin 1235 North Loop West, Suite 600 Houston, TX 77008		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$970.00
ACCT #: Pronote, Inc. PO Box 2847 Houston, TX 77252-2847		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$2,805.21

Sheet no. 3 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$1,887,633.19

Total >
(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Steelco Steel Erectors 4010 Skinner Lane Richmond, TX 77406		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$16,660.06
ACCT #: Sumsua Interests, Ltd. 10516 FM 1431 East Marble Falls, TX 78654		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$337,751.74
ACCT #: Texas First Fidelity 2208 Willow Pearland, TX 77581		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$1,265.00
ACCT #: The Republic Group 5525 LBJ Freeway Dallas, TX 75240-6241		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$16,221.80
ACCT #: ThyssenKrupp Elevator Corporation 14820 Tomball Pkwy, Suite 190 Houston, TX 77080		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$25,428.00
ACCT #: US Power Generating Company (Astoria) 505 Fifth Avenue, 21st Floor New York, NY 10017		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS: trade debt				\$5,176.28
Sheet no. <u>4</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$402,502.88
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total >

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)		CODEBITOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #:			DATE INCURRED:				
Warfield Electric			CONSIDERATION:				
3526 Linwood St.			Non-Purchase Money				\$430.29
Pearland, TX 77581			REMARKS:				
			trade debt				
ACCT #:			DATE INCURRED:				
Waste Connections of Texas			CONSIDERATION:				
2010 Humble Rd.			Non-Purchase Money				\$1,246.48
Humble, TX 77396			REMARKS:				
			trade debt				
ACCT #:			DATE INCURRED:				
William L. H. Morgan, Jr., CPA			CONSIDERATION:				
12815 Gulf Freeway			Non-Purchase Money				\$2,190.00
Houston, TX 77034			REMARKS:				
			trade debt				
ACCT #:			DATE INCURRED:				
Xcess Security Services, Inc.			CONSIDERATION:				
8325 Broadway, Suite 202 PMB3			Non-Purchase Money				\$23,980.82
Pearland, TX 77581			REMARKS:				
			trade debt				
Sheet no. <u>5</u> of <u>5</u> continuation sheets attached to							Subtotal >
Schedule of Creditors Holding Unsecured Nonpriority Claims							\$27,847.59
							Total >
							\$3,581,555.31

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
AM Tech Elevator Services PO Box 730437 Dallas, TX 75373-0437	Elevator Maintenance Contract Contract to be ASSUMED
Avis Rent A Car 1910 Country Place Pkwy Suite 112 Pearland, TX 77584	Tenant lease Contract to be ASSUMED
Backstrong Chiropractic Clinic 1930 Country Place Pkwy Pearland, TX 77584	tenant lease Contract to be ASSUMED
Direct Energy 1001 Liberty Ave. Pittsburgh, PA 15222	Utility Contract Contract to be ASSUMED
Dr. Andrew Tran Arrow Dental 9515 Broadway, Suite 117 Pearland, TX 77584	tenant lease Contract to be ASSUMED

In re **Southeast Regency Medical Center, LP**

Case No. 10-11923
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 1

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Franklin Fidelity Management, LLC 10516 FM 1431 East Marble Falls, TX 78654	management agreement Contract to be ASSUMED
State Farm Insurance 1930 Country Place Pkwy., Suite 106 Pearland, TX 77584	tenant lease Contract to be ASSUMED
Texas First Fidelity 2208 Willow Pearland, TX 77581	Landscape Contract Contract to be REJECTED
Texas State Optical 1930 Country Place Pkwy #102 Pearland, TX 77584	tenant lease Contract to be ASSUMED
Waste Connections of Texas 2010 Humble Rd. Humble, TX 77396	Garbage collection contract Contract to be ASSUMED

In re **Southeast Regency Medical Center, LP**

Case No. 10-11923
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 2

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Xcess Security Services, Inc. 8325 Broadway, Suite 202 PMB3 Pearland, TX 77581	security contract-elevator telephone monitoring, fire alarm Contract to be ASSUMED

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re **Southeast Regency Medical Center, LP**

Case No. **10-11923**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$5,848,200.00		
B - Personal Property	Yes	4	\$1,412,039.64		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$15,439,460.29	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$511.13	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	6		\$3,581,555.31	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		18	\$7,260,239.64	\$19,021,526.73	

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Operation Manager of the Partnership
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
5 sheets, and that they are true and correct to the best of my knowledge, information, and belief.
(Total shown on summary page plus 1.)

Date 8/6/10

Signature

By SERMC GP, LLC by Wayne Ausmus
Operation Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **Southeast Regency Medical Center, LP**

Case No. **10-11923**
(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$94,098.93	Current year 2010 January 1 to present
\$334,208.92	2009 Income
\$470,396.13	2008 Income

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$3,996,890.87	FFM - Owner Capital Contribution for July 2008 through July 2010

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None ☒ a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☐ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attachment			

Expense Distribution Consolidated (Selected Priorities) Check mny/yr: Apr 2010 - Jul 2010										
CYID	Invoice Number	Invoice Date	Priority	Route	Name	Amount	Check Number	Check Date	Description	
1110 Work In Progress										
16124	658	4/14/10	SE Regon	searh	Earl Erikson	9,009.00	108	4/29/10	Installed fire sprinkler heads, built	
						9,000.00				
1202 Owner Contribution: Asbestos										
16122	TR0041616	4/14/10	SE Regon	RMCC	Franklin Fie	1,300.00	0	4/14/10	TRX to FFM-PC	
16164	20100518	5/28/10	SE Regon	RMCC	Franklin Fie	5	121	5/28/10	Owner contribution	
						1,305.00				
1204 Owner Contribution: Carfax										
16122	TR0041616	4/14/10	SE Regon	RMCC	Franklin Fie	1,300.00	0	4/14/10	TRX to FFM-PC	
16164	20100518	5/28/10	SE Regon	RMCC	Franklin Fie	5	121	5/28/10	Owner contribution	
						1,305.00				
6110 Tenant Improvements										
16481	425	3/13/10	SE Regon	searh	Earl Erikson	543.95	101	4/6/10	Phase 1 & 2 building Workstation,...	
16108	389	4/9/10	SE Regon	searh	Earl Erikson	8,414.52	104	4/29/10	Workstation buildout, carpet, lights	
16481	20100623	6/21/10	SE Regon	searh	Earl Erikson	315	126	6/21/10	Architectural drawings for buildouts	
						5,295.47				
6210 Repair & Maintenance										
15855	430	3/17/10	SE Regon	searh	Earl Erikson	550	101	4/6/10	Repair leaks in pump room fire exit	
15890	434	3/23/10	SE Regon	searh	Earl Erikson	550	101	4/6/10	Install sprinkler heads, secondary he	
15812	439	3/26/10	SE Regon	searh	Earl Erikson	575	101	4/6/10	Sprinkler pump emergency 4 floors	
16099	461	4/12/10	SE Regon	searh	Earl Erikson	500	107	4/29/10	Emergency leak repair-east side of	
16125	467	4/14/10	SE Regon	searh	Earl Erikson	600	110	4/29/10	Emerg repair of landscaping beds-d	
						2,635.00				
6220 Janitorial Services										
15810	201004029	4/2/10	SE Regon	MehlenDe	Mehlen De	152.5	153	4/1/10	Janitorial 4/2-4/1/10	
16008	201004081	4/9/10	SE Regon	MehlenDe	Mehlen De	107.5	161	4/8/10	Janitorial 4/5-8/10	
16007	201004093	4/9/10	SE Regon	MehlenDe	Mehlen De	45	123	4/8/10	Janitorial 4/5-8/10	
16058	201004116	4/15/10	SE Regon	MehlenDe	Mehlen De	107.5	164	4/15/10	Janitorial 4/12-16/10	
16051	201004116	4/15/10	SE Regon	MehlenDe	Mehlen De	45	104	4/15/10	Janitorial 4/12-16/10	
16091	201004238	4/23/10	SE Regon	MehlenDe	Mehlen De	127.5	165	4/23/10	Janitorial 4/19-23/10	
16094	201004238	4/23/10	SE Regon	MehlenDe	Mehlen De	45	105	4/23/10	Janitorial 4/19-23/10	
16143	201004301	4/30/10	SE Regon	MehlenDe	Mehlen De	127.5	166	4/28/10	Janitorial 4/26-30/10	
16144	201004301	4/30/10	SE Regon	MehlenDe	Mehlen De	45	111	4/28/10	Janitorial 4/26-30/10	
16179	201005079	5/7/10	SE Regon	MehlenDe	Mehlen De	107.5	169	5/3/10	Janitorial services 5/3-7/10	
16160	201005079	5/7/10	SE Regon	MehlenDe	Mehlen De	45	113	5/3/10	Janitorial services 5/3-7/10	
16248	201005143	5/14/10	SE Regon	MehlenDe	Mehlen De	107.5	171	5/12/10	Janitorial services 5/10-14/10	
16250	201005143	5/14/10	SE Regon	MehlenDe	Mehlen De	45	118	5/12/10	Janitorial services 5/10-14/10	
16285	201005215	5/21/10	SE Regon	MehlenDe	Mehlen De	45	119	5/18/10	Janitorial services 5/17-21/10	
16286	201005215	5/21/10	SE Regon	MehlenDe	Mehlen De	107.5	173	5/18/10	Janitorial services 5/17-21/10	
16354	201005283	5/28/10	SE Regon	MehlenDe	Mehlen De	45	120	5/28/10	Janitorial services 5/24-28/10	
16359	201005283	5/28/10	SE Regon	MehlenDe	Mehlen De	107.5	175	5/28/10	Janitorial services 5/24-28/10	
16377	201006064	6/6/10	SE Regon	MehlenDe	Mehlen De	107.5	176	6/3/10	Janitorial services 6/1-6/6/10	
16378	201006064	6/6/10	SE Regon	MehlenDe	Mehlen De	45	122	6/3/10	Janitorial services 6/1-6/6/10	
16425	201006111	6/11/10	SE Regon	MehlenDe	Mehlen De	45	124	6/9/10	Janitorial services 6/7-11/10	
16426	201006111	6/11/10	SE Regon	MehlenDe	Mehlen De	107.5	177	6/9/10	Janitorial services 6/7-11/10	
16447	201006181	6/18/10	SE Regon	MehlenDe	Mehlen De	107.5	178	6/14/10	Janitorial services 6/14-18/10	
16448	201006181	6/18/10	SE Regon	MehlenDe	Mehlen De	45	125	6/14/10	Janitorial services 6/14-18/10	
16495	201006251	6/25/10	SE Regon	MehlenDe	Mehlen De	107.5	179	6/23/10	Janitorial services 6/21-25/10	
16496	201006251	6/25/10	SE Regon	MehlenDe	Mehlen De	45	127	6/23/10	Janitorial services 6/21-25/10	
16509	201007021	7/2/10	SE Regon	MehlenDe	Mehlen De	107.5	181	7/1/10	Janitorial services 6/29-7/2/10	
16510	201007021	7/2/10	SE Regon	MehlenDe	Mehlen De	45	128	7/1/10	Janitorial services 6/29-7/2/10	
						2,115.00				
6280 Landscaping										
16014	111	3/15/10	SE Regon	TreasFie	Treas Fie	650	163	4/9/10	Lawn services Apr- April 2010	
16015	112	3/15/10	SE Regon	TreasFie	Treas Fie	590	109	4/9/10	Lawn services - April 2010	
16120	120	4/24/10	SE Regon	TreasFie	Treas Fie	1,440.00	172	5/14/10	Landscaping in May 2010 plus extra	
16211	175	4/24/10	SE Regon	TreasFie	Treas Fie	590	129	6/4/10	Landscaping in May 2010 plus extra	
						3,190.00				
6300 Management										
16021	201004027	4/7/10	SE Regon	RMCC	Franklin Fie	3,400.00	147	4/7/10	Management fee AD- April 2010	
16084	201005025	5/1/10	SE Regon	RMCC	Franklin Fie	8,600.00	147	5/3/10	Mgmt Fees to FFM - May 2010	
16349	Jun-10	5/24/10	SE Regon	RMCC	Franklin Fie	2,500.00	174	5/24/10	June 2010 Management Fees	
16349	Jun-10	5/24/10	SE Regon	RMCC	Franklin Fie	2,500.00	180	6/9/10	June 2010 Management Fees	
16349	Jun-10	5/24/10	SE Regon	RMCC	Franklin Fie	2,500.00	174	6/9/10	June 2010 Management Fees	
16349	Jun-10	5/24/10	SE Regon	RMCC	Franklin Fie	1,100.00	180	6/9/10	June 2010 Management Fees	
						10,600.00				
6310 Security Office Bldg										
15945	201003111	3/11/10	SE Regon	AT&T	AT&T	281.95	117	5/11/10	6713-340-1378 encl/may 3/11-4/12/10	
16045	Apr-10	3/29/10	SE Regon	security	Security Fee	48.7	0	3/30/10	Autobest Security (Diamond) Apr	
16143	20100411	4/11/10	SE Regon	AT&T	AT&T	153.73	117	5/11/10	6713-340-1378-414 encl/may 4/11-5/10	
16333	May-10	4/29/10	SE Regon	security	Security Fee	48.7	0	4/29/10	Security (Diamond) autobest May 20	
16448	June 2010	4/1/10	SE Regon	security	Security Fee	48.7	0	4/1/10	Security (Diamond) autobest June	
						561.78				
6320 Insurance										
15794	20100219	2/19/10	SE Regon	republic	THE REPUB	5,410.50	158	4/1/10	65536925 SEKMC ins Reg w/mandatcom	
						5,410.00				
6415 Parking & Condo Lights										
15475	982747	1/21/10	SE Regon	Direct	Direct Encl	182.34	154	4/1/10	61017524 12/15-3/14/10 park/condo	
15746	194608	1/18/10	SE Regon	Direct	Direct Encl	180.03	156	4/1/10	61017524 park/condo lights 1/18-1/15/10	
15916	437280	3/12/10	SE Regon	Direct	Direct Encl	164.26	182	7/7/10	61017524 parking/condo 2/15-3/14/10	
15916	437280	3/12/10	SE Regon	Direct	Direct Encl	164.26	182	7/2/10	61017524 parking/condo 2/15-3/14/10	
15913	314993	3/12/10	SE Regon	HubertEn	Hubert En	1,735.40	106	4/2/10	6100611018 Bldg C 2/15-3/14/10	
16290	474820	4/1/10	SE Regon	Direct	Direct Encl	165.96	182	7/2/10	61017524 3/14-4/15/10 Bldg A&B	
16290	474820	4/1/10	SE Regon	Direct	Direct Encl	165.96	182	7/2/10	61017524 3/14-4/15/10 Bldg A&B	
						2,097.87				
6435 Water & Sewer Office Bldg										
15454	20100213	1/23/10	SE Regon	MA/DMA	Brazoria Co	126.72	157	4/1/10	600120-0-955350 wtr/sew 12/16-1/15/10	
15455	20100213	1/23/10	SE Regon	MA/DMA	Brazoria Co	18.38	157	4/1/10	600120-0-978712 wtr 12/14/09-1/15/10	
15796	20100213	2/12/10	SE Regon	MA/DMA	Brazoria Co	147.76	115	5/7/10	600120-0-955350 wtr/sew 1/15-2/15/10	
						292.81				
6436 Water - Sprinklers										
15795	20100213	2/12/10	SE Regon	MA/DMA	Brazoria Co	23.35	114	5/4/10	600120-0-978712 wtr 1/15-2/15/10	
						23.35				
6450 Waste Services										
15545	98412	2/1/10	SE Regon	wastecon	WASTE CO	382.07	159	4/1/10	SE KMC-ABC garbage 02/01-28/10	
15545	98412	2/1/10	SE Regon	wastecon	WASTE CO	95	159	4/1/10	SE KMC-ABC garbage 02/01-28/10	
15856	108421	3/1/10	SE Regon	wastecon	WASTE CO	242.5	112	5/3/10	65120-7637435 Garb 3/1-3/10 A&B, C	
15856	108421	3/1/10	SE Regon	wastecon	WASTE CO	144.74	144	5/3/10	65120-7637435 Garb 3/1-3/10 A&B, C	
16042	20100401	4/1/10	SE Regon	wastecon	WASTE CO	241.87	116	5/7/10	65120-7637435 Garb 4/1-30/10 A&B, C	
16042	20100401	4/1/10	SE Regon	wastecon	WASTE CO	144.11	170	5/7/10	65120-7637435 Garb 4/1-30/10 A&B, C	
						1,190.29				
7410 Office Expenses										
18001	U-241	3/21/10	SE Regon	AcctumW	Wayne R	175.04	160	4/1/10	Reimburse expenses	
						175.04				
7610 Legal & Accounting										
15651	9532-6484	1/1/10	SE Regon	daveCPA	DAVE PAUL	240	155	4/1/10	SE KMC-emp. 1209 Fran. Tax Report	
15922	9533	3/4/10	SE Regon	daveCPA	DAVE PAUL	1,960.00	163	7/2/10	prio of 2008 Form 1065, return of 1,650.00	
7611 Accounting Adjustment										
16626	201007216	7/14/10	SE Regon	SE KMC	Southwest I	37.8	129	7/16/10	Close phasing cost Open GP account	
16617	201007181	7/14/10	SE Regon	SE KMC	Southwest I	372.68	184	7/16/10	Close Compost cost Open GP account	
						399.86				
7619 Late Fees - Payables										
15555	98412	2/1/10	SE Regon	wastecon	WASTE CO	37.75	159	4/1/10	SE KMC-ABC garbage 02/01-28/10	
15454	20100213	1/23/10	SE Regon	MA/DMA	Brazoria Co	11.15	157	4/1/10	SE KMC-ABC garbage 02/01-28/10	
15795	20100213	2/12/10	SE Regon	MA/DMA	Brazoria Co	4.12	157	4/1/10	600120-0-978712 wtr 12/14/09-1/15/10	
15856	20100213	1/23/10	SE Regon	MA/DMA	Brazoria Co	1.83	157	4/1/10	600120-0-978712 wtr 12/14/09-1/15/10	
15922	9533	3/4/10	SE Regon	Direct	Direct Encl	165.96	182	7/2/10	61017524 3/14-4/15/10 Bldg A&B	
15913	314993	3/12/10	SE Regon	HubertEn	Hubert En	55.76	106	4/2/10	6100611018 Bldg C 2/15-3/14/10	
16042	20100401	4/1/10	SE Regon	AT&T	AT&T	16.45	117	5/1/10	6713-340-1378-414 encl/may 4/11-5/10	
						136.29				
						47,602.68				

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **Southeast Regency Medical Center, LP**

Case No. **10-11923**
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 1

None ☐ c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Franklin Fidelity Management, LLC	4/7/2010;	\$10,800.00	
10516 FM 1431 East	\$3600.00		
Marble Falls, TX 78654	5/3/2010;		
	\$3600.00		
	6/3/2010;		
	\$3600.00		

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Cause No. 53091	Suit to recover	In the District Court of	Settled Proceeds-
Southeast Regency Medical	damages from	Brazoria County, Texas	placed in Court
Cntr,LP, Pearland Sunrise Lake	insurance carrier and	23rd Judicial District	Registry including
Cntr, LP, et al v Nationwide	agent		(attorney fees
Property and Casualty			dispersed w/o written
Insurance Co, et al			authorization from
			owners)

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **Southeast Regency Medical Center, LP**

Case No. 10-11923
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

7. Gifts

None ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Frank B. Lyon, Attorney at Law 6836 Austin Center Blvd. #150 Austin, TX 78731	July 9, 2010	\$362.50 plus \$1,039.00 (filing fee)

10. Other transfers

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☒ b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Regions Bank	checking acct #1501 & 6106 \$-0-; \$-0-	\$ -0- 12/10/09 and 12/17/09

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **Southeast Regency Medical Center, LP**

Case No. **10-11923**
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None ☐ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
2734 Sunrise Blvd. #401 Pearland, TX 77584	Southeast Regency Medical Center, LP	Inception till January 2008
9703 Broadway Suite #101 Pearland, TX 77584	Southeast Regency Medical Center, LP	February 2008 till September 8, 2008
10516 FM 1431 East Marble Falls, TX 78654	Southeast Regency Medical Center, LP	September 8, 2008 to present

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **Southeast Regency Medical Center, LP**

Case No. 10-11923
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 4

None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Debra Fryar
10516 FM 1431 East
Marble Falls, TX 78654

DATES SERVICES RENDERED
09/8/08 to present

None ☐ b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS
Debra Fryar
10516 FM 1431 East
Marble Falls, TX 78654

DATES SERVICES RENDERED
09/08/08 to present

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In re: **Southeast Regency Medical Center, LP**

Case No. **10-11923**
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Debra Fryar	10516 FM 1431 East Marble Falls, TX 78654

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Imperial Capital Bank/City National Bank 555 South flower St. 25th Floor Los Angeles, CA 90007	12/08/ and 12/09
Waterstone 8720 Red Oak Blvd., Suite 300 Charlotte, NC 28217	12/08 and 12/09

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

- None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

- None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Southeast Regency, GP LLC 10516 FM 1431 East Marble Falls, TX 78654	General Partner	1%
Sumsua Interests, Ltd. 10516 FM 1431 East, Marble Falls, TX 78654	Limited Partner	49.5%
John R. Carlew Trustee of John R. Carlew Living Trust 10516 FM 1431 East Marble Falls, TX 78654	Limited Partner	49.5%

- None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **Southeast Regency Medical Center, LP**

Case No. 10-11923
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 6

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Franklin Fidelity Management	Repayment of owner capital contribution	\$386415.96

24. Tax Consolidation Group

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

25. Pension Funds

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 8/6/10

Signature 
By SERMC GP, LLC by Wayne Ausmus
Operation Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.

18 U.S.C. §§ 152 and 3571